

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

<b>IN RE:</b>	§	
<b>ESCO MARINE, INC., et al<sup>1</sup></b>	§	<b>DEBTORS:</b> ESCO MARINE, INC., <i>et al.</i>
	§	
Debtors.	§	<b>JUDGE:</b> Richard S. Schmidt
	§	
<b>Chapter 11</b>	§	<b>PARTY'S NAME:</b> CALLIDUS CAPITAL CORPORATION
	§	
<b>Case No. 15-20107</b>	§	<b>ATTORNEYS' NAMES:</b>
	§	
<b>Jointly Administered</b>	§	Michael C. Hammer
	§	Nathaniel P. Holzer Ph: (734) 623-1696
	§	Ph: (361) 884-5678 Kristi A. Katsma
	§	Ph: (313) 223-3180

**CALLIDUS CAPITAL CORPORATION'S WITNESS AND EXHIBIT LIST**

Callidus Capital Corporation ("Callidus") hereby submits this Witness and Exhibit list in support of the hearing to be held on **Tuesday, May 26, 2015 at 8:30 a.m.** on the following matter:

Final Hearing On Debtor's Emergency Motion Under 11 U.S.C. Sections 105, 361, 362, 363, 364 & 507 And Federal Rules Of Bankruptcy Procedure 2002, 4001 & 9014: (I) Authorizing Debtors To Obtain Postpetition Financing And Utilize Cash Collateral; (II) Granting Adequate Protection.

Callidus reserves the right to supplement or amend this list or introduce any evidence necessary for rebuttal concerning such objections, if any.

**WITNESSES**

1. Richard Whitlock
2. Richard Jaross
3. Andrew Levy
4. David Sieradzki

Callidus reserves the right to not call any witness designated above, and the right to call any witnesses designated by any other party, as well as call witnesses as required to rebut the testimony of any witness.

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<sup>1</sup> Other affiliated debtors are Esco Metals, LLC (Case No. 15-20108); Esco Shredding, LLC (Case No. 15-20109); Texas Best Recycling, LLC (Case No. 15-20110); Texas Best Equipment, LLC (Case No. 15-20111), (collectively, with Esco Marine, Inc., the "**Debtors**").

**EXHIBITS**

<b>NO.</b>	<b>DESCRIPTION</b>	<b>M A R K</b>	<b>O F F</b>	<b>O B J</b>	<b>A D M</b>	<b>D A T E</b>	<b>DISPOSITION AFTER TRIAL</b>
1.	Loan Agreement						
2.	Jaross Guarantee						
3.	Levy Guarantee						
4.	Security Agreement						
5.	Deed of Trust						
6.	Leasehold Deeds of Trust						
7.	Demand Facility Notes						
8.	First Amendment to Loan Agreement						
9.	Delaware UCC-1 filings report for Esco Marine, Inc.						
10.	Doc # 55 First Interim Cash Collateral Order						
11.	Doc # 73 Debtor's response to Motion to Appoint Trustee						
12.	Doc # 77 Agreed Order on Motion to Appoint Trustee						
13.	Doc # 85 Second Interim Cash Collateral Order						
14.	Doc #95 Debtor's Motion to Retain Sico et al						
15.	Doc # 96 Debtor's Notice of Withdrawal re: Sico et al						
16.	Doc # 122 Third Interim Cash Collateral Order						
17.	Doc # 131 DIP Motion						
18.	Doc # 136 First Interim DIP Order						

NO.	DESCRIPTION	M A R K	O F F	O B J	A D M	D A T E	DISPOSITION AFTER TRIAL
19.	Doc # 142 March MOR						
20.	Doc # 151 Order Appointing Whitlock						
21.	Doc # 166 April MOR						
22.	Doc # 169 Second Interim DIP Order						
23.	Docket Sheet, District Court Case No. 1:14-cv-00270 <i>Callidus Capital Corporation v. Esco Marine, Inc. et al</i>						
24.	District Court Doc # 12 Defendant's Response to Motion For Reconsideration						
25.	District Court Doc # 29, Defendant's Response to Callidus' Motion for TRO						
26.	District Court Doc # 30, Defendant's Answer to Complaint						
27.	District Court Doc # 33, Defendant's Emergency Motion for Temporary Restraining Order and Preliminary Injunction						
28.	District Court Doc # 34, Defendant's Counterclaim						
29.	District Court Doc # 40, Defendant's Reply in support of its Emergency Motion						
30.	Correction Letter dated March 24, 2015						
31.	Esco Director's Consent dated 5/22/15 withdrawing Levy as President/CEO						
32.	Doc # 170, proposed DIP Final Order						
33.	Proposed Budget for DIP Final Order						
34.	[RESERVED]						

Dated: May 25, 2015.

Respectfully submitted,  
**JORDAN, HYDEN, WOMBLE, CULBRETH &  
HOLZER, P.C.**

/s/ Nathaniel Peter Holzer

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**ATTORNEYS FOR CALLIDUS CAPITAL  
CORPORATION**

**CERTIFICATE OF SERVICE**

I certify that a true and correct copy of the foregoing document was served electronically to subscribers of the Court's electronic noticing system on May 25, 2015.

/s/ Nathaniel Peter Holzer

Nathaniel Peter Holzer